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Reply to
Nashville Office

April 2, 2004

Chairman Deborah Taylor Tate
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Petition of Time Warner Telecom, Inc., Time Warner Telecom Holdings, Inc. and Time Warner Telecom of the Mid-South, LLC for Approval to Issue Debt. Docket No. 04-00051

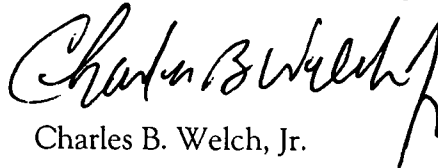
Dear Chairman Tate:

Time Warner Telecom of Georgia, L.P.'s petition for approval to issue debt has been approved by the Georgia Public Service Commission. Please find enclosed for filing an original and 14 copies of that order (please date and stamp one copy for my records). In addition, the Time Warner transaction has also been deemed approved in the state of New York.

Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC



Charles B. Welch, Jr.

CBW/ale

COMMISSIONERS:
H. DOUG EVERETT, CHAIRMAN
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Georgia Public Service Commission

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MAR 24 2004

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REECE McALISTER
EXECUTIVE SECRETARY

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LETTER ORDER Docket No. 18443-U

March 22, 2004

DOCKET #	18443
DOCUMENT #	71446

Charles A. Hudak, Esq.
Brad S. Macdonald, Esq.
Friend, Hudak & Harris, LLP
Suite 450
Three Ravinia Drive
Atlanta, GA 30346-2117

Re: Consolidated Petition for Financing Approval and For Authority to Do All Things
Required in Relation Thereto.

Dear Messrs. Hudak and Macdonald:

On February 18, 2004 Time Warner Telecom, Inc. ("TWT Inc."), Time Warner Telecom Holdings Inc. ("TWTC Holdings"), and Time Warner Telecom of Georgia, L.P. ("TWTC Georgia", and together with TWT Inc., and TWTC Holdings, the "Petitioners") filed with the Georgia Public Service Commission (the "Commission") a petition requesting approval to (1) issue up to \$800 million in fixed rate and floating rate senior secured notes; (2) enter into a new senior secured revolving credit facility of approximately \$150 million; and (3) do all things required in relation thereto. As more fully set forth in the petition, the Petitioners will pledge the stock, interests and assets of each operating subsidiary as collateral for the financing. The transaction will not cause any operational or tariff changes. TWTC Georgia will continue to operate under the same name, tariff and operating authority. Thus the transaction will be transparent to Georgia customers.

TWTC Georgia is a wholly-owned subsidiary of TWTC Holdings and is certified in Georgia to provide competitive local exchange and intrastate resold interexchange telecommunications services pursuant to certificates of authority numbers L-0228 and R-0770, respectively.

During its Administrative Session of March 16, 2004, the Commission considered the above-referenced item and found it to be reasonable and proper. The Commission also found that

Charles A. Hudak, Esq.
Brad S. Macdonald, Esq.
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it was appropriate without the need for a hearing in this matter. Approval of this transaction is expressly based on the representation contained in the petition filed on February 18, 2004. The Commission reserves the right to later revisit this matter and issue any further orders as it may deem necessary.

Wherefore, it is

ORDERED, that the petition filed by Time Warner Telecom, Inc., Time Warner Telecom Holdings Inc., and Time Warner Telecom of Georgia, L.P. requesting approval to (1) issue up to \$800 million in fixed rate and floating rate senior secured notes; (2) enter into a new senior secured revolving credit facility of approximately \$150 million; and (3) do all things required in relation thereto is hereby approved.

ORDERED FURTHER, that the authority granted herein is contingent upon the approval of any other regulatory body having jurisdiction over this matter.

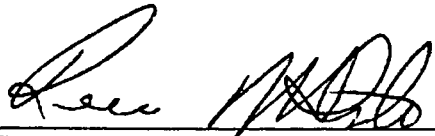
ORDERED FURTHER, that within 30 days of completion of the financing transaction, the Company shall file a full and complete report on the final disposition.

ORDERED FURTHER, that the Commission hereby waive a hearing in this matter.

ORDERED FURTHER, that jurisdiction over this matter is expressly retained for the purpose of entering such further order or orders, as this Commission may deem just and proper.

ORDERED FURTHER, that a motion for reconsideration, rehearing, or oral argument or any other motion shall not stay the effective date of this Order, unless otherwise ordered by the Commission.

The above by action of the Commission in Administrative Session on March 16, 2004.



Reece McAlister
Executive Secretary

DATE: 3-23-04



H. Doug Everett
Chairman

DATE: 03-24-04

RM/HDE/MRussell/rp
cc: Consumers' Utility Counsel Division